

P960000037092

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JACQUE ST. PIERRE,
PARALEGAL

August 6, 1997

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Corporations Division

Re: A.A.C. Gold Club Corp.
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. Two signed originals of Articles of Amendment to Articles of Incorporation of A.A.C. Gold Club Corp.
2. A check in the amount of \$35.00 payable to the State of Florida to cover the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the additional signed copy of the Articles of Amendment and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Thank you for your assistance.

Sincerely,

Jeffrey M. Koltun
Jeffrey M. Koltun

JMK:kt
Enclosures
cc: Mr. Adrian Coppieters

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-08/08/97- -010035- -0003
*****35.00 *****35.00

FILED
97 AUG -8 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 8/18

N/C Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A.A.C. GOLD CLUB CORP.**

FILED
97 AUG -8 AM 8: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, A.A.C. Gold Club Corp., a corporation organized and existing under the laws of the State of Florida, under document number P96000037092, filed in the office of the Secretary of State on April 29, 1996, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is A.A.C. Gold Club Corp. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolution amending Article I of the Articles of Incorporation by written consent dated August 5, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article I of the Articles of Incorporation by written consent dated August 5, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes:

RESOLVED, that Article I of the Articles of Incorporation shall be amended as follows:

"The name of the Corporation is TTI Telecard Corp."

Section 3 - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of the Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 5th day of August, 1997.

A.A.C. Gold Club Corp.

By: _____

Adrian Coppieters, President

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A.A.C. GOLD CLUB CORP.

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A.A.C. Gold Club Corp.

By: _____

Adrian Coppeters, President